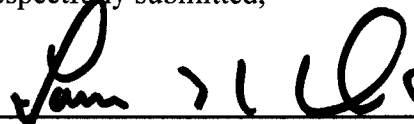




Dated: New York, New York  
February 26, 2008

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Lawrence H. Cooke II", written over a horizontal line.

Lawrence H. Cooke II (LC8884)  
Venable LLP  
Rockefeller Center  
1270 Avenue of the Americas  
25th Floor  
New York, New York 10020  
Telephone: (212) 307-5500  
Facsimile: (212) 307-5598  
E-mail: [lhcooke@venable.com](mailto:lhcooke@venable.com)

*Counsel for Defendant*  
*Darryl A. Goldstein*

Lawrence H. Cooke II  
 VENABLE LLP  
 Rockefeller Center  
 1270 Avenue of the Americas  
 25th Floor  
 New York, New York 10020  
 Telephone: (212) 307-5500  
 Facsimile: (212) 307-5598  
*Attorneys for Defendant Darryl A. Goldstein*

**UNITED STATES DISTRICT COURT  
 SOUTHERN DISTRICT OF NEW YORK**

-----	<b>X</b>	
SECURITIES AND EXCHANGE COMMISSION,	:	No. 07-cv-11275 (JGK/JCF)
	:	
Plaintiff,	:	<b>DECLARATION OF</b>
	:	<b>LAWRENCE H. COOKE, II</b>
v.	:	<b>IN SUPPORT OF <i>PRO HAC</i></b>
	:	<b><i>VICE</i> ADMISSION OF</b>
DARRYL A. GOLDSTEIN and	:	<b>NANCY R. GRUNBERG,</b>
CHRISTOPHER L. O'DONNELL,	:	<b>ESQ.</b>
	:	
Defendants.	:	
-----	<b>X</b>	

**LAWRENCE H. COOKE, II**, a member in good standing of the bar of the State of New York as well as the United States District Court for the Southern District of New York, hereby deposes and says as follows:

1. Ms. Grunberg is a partner with the law firm of Venable LLP, which maintains offices at Terrell Place, 575 7<sup>th</sup> Street, N.W., Washington, D.C. 20004 (telephone 202-344-4730; facsimile 202-344-8300; e-mail [nrgrunberg@venable.com](mailto:nrgrunberg@venable.com)).
2. Ms. Grunberg is and has been a member in good standing of the bars of Maryland and the District of Columbia. Attached hereto as Exhibits A and B are current Certificates of Good Standing by the Maryland Court of Appeals and the District of Columbia Court of Appeals.
3. Ms. Grunberg has never been held in contempt of court, nor have I ever been censured, suspended or disbarred by any court.
4. Ms. Grunberg has and is familiar with (a) the provisions of the Judicial Code (Title 28 U.S.C.), which pertains to the jurisdiction of, and practice in, the United

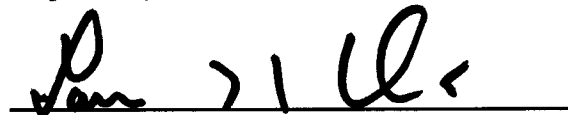
States District Courts; (b) the Federal Rules of Civil Procedure; (c) the Federal Rules of Evidence; (d) the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York; (e) the New York State Lawyer's Code of Professional Responsibility as adopted from time to time by the Appellate Divisions of the State of New York; and (f) the Code of Professional Responsibility of the American Bar Association.

5. If admitted to practice before this Court, Ms. Grunberg will faithfully adhere to all rules applicable to her conduct in connection with her activities representing Darryl A. Goldstein in this matter.
6. No prior motion to admit Ms. Grunberg has been made in this matter.
7. Ms. Grunberg agrees to pay the fee of \$25.00 upon approval by this Court admitting Ms. Grunberg to practice *pro hac vice*.

Therefore, Movant respectfully requests that for the foregoing reasons, this Court enter an Order permitting Nancy R. Grunberg, Esq. to appear as counsel for Defendant Darryl A. Goldstein *pro hac vice* in the above-captioned matter.

Dated: New York, New York  
February 26 2008

Respectfully submitted,



Lawrence H. Cooke II (LC8884)  
VENABLE LLP  
Rockefeller Center  
1270 Avenue of the Americas  
25th Floor  
New York, New York 10020  
Telephone: (212) 307-5500  
Facsimile: (212) 307-5598  
E-mail: [lhcooke@venable.com](mailto:lhcooke@venable.com)

***Counsel for Defendant  
Darryl A. Goldstein***

Lawrence H. Cooke II  
 VENABLE LLP  
 Rockefeller Center  
 1270 Avenue of the Americas  
 25th Floor  
 New York, New York 10020  
 Telephone: (212) 307-5500  
 Facsimile: (212) 307-5598  
*Attorneys for Defendant Darryl A. Goldstein*

**UNITED STATES DISTRICT COURT  
 SOUTHERN DISTRICT OF NEW YORK**

-----	X	
SECURITIES AND EXCHANGE COMMISSION,	:	
	:	
Plaintiff,	:	
	:	
v.	:	No. 07-cv-11275 (JGK/JCF)
	:	
DARRYL A. GOLDSTEIN and	:	
CHRISTOPHER L. O'DONNELL,	:	
	:	
Defendants.	:	
-----	X	

**DECLARATION OF NANCY R. GRUNBERG, ESQ.  
 IN SUPPORT OF MOTION FOR *PRO HAC VICE* ADMISSION**

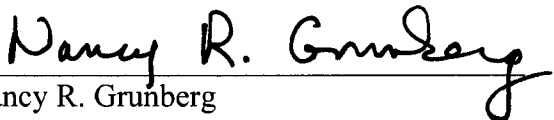
I, Nancy R. Grunberg, Esq., hereby declare:

1. I am a partner with the law firm of Venable LLP, which maintains offices at Terrell Place, 575 7<sup>th</sup> Street, N.W., Washington, D.C. 20004 (telephone 202-344-4730; facsimile 202-344-8300; e-mail [nrgrunberg@venable.com](mailto:nrgrunberg@venable.com)).
2. I am and have been a member in good standing of the bars of Maryland and the District of Columbia. Attached hereto as Exhibits A and B are current Certificates of Good Standing by the Maryland Court of Appeals and the District of Columbia Court of Appeals.
3. I have never been held in contempt of court, nor have I ever been censured, suspended or disbarred by any court.
4. I have read and am familiar with (a) the provisions of the Judicial Code (Title 28 U.S.C.), which pertains to the jurisdiction of, and practice in, the United States

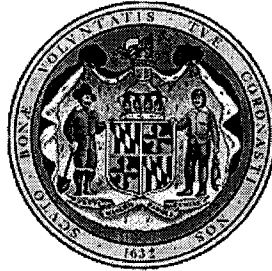
District Courts; (b) the Federal Rules of Civil Procedure; (c) the Federal Rules of Evidence; (d) the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York; (e) the New York State Lawyer's Code of Professional Responsibility as adopted from time to time by the Appellate Divisions of the State of New York; and (f) the Code of Professional Responsibility of the American Bar Association.

5. If admitted to practice before the Court, I will faithfully adhere to all rules applicable to my conduct in connection with my activities representing Darryl A. Goldstein in this matter.
6. No prior motion to admit me has been made in this matter.
7. I agree to pay the fee of \$25.00 upon approval by the Court admitting me to practice *pro hac vice*.
8. I respectfully submit to the Court that I meet all of the requirements for *pro hac vice* admission to practice before the Court in this matter and, for all of the foregoing reasons, should be so admitted to be able to represent Darryl A. Goldstein in this matter.
9. I declare under the penalty of perjury under the laws of the United States of America, and pursuant to Fed. R. Civ. P. 11, that the foregoing is true and correct.

**Dated: Washington, D.C.  
February 25, 2008**

  
Nancy R. Grunberg

**Court of Appeals  
of Maryland  
Annapolis, MD**



***CERTIFICATE OF GOOD STANDING***

*STATE OF MARYLAND, ss:*

*I, Alexander L. Cummings, Clerk of the Court of Appeals of Maryland,  
do hereby certify that on the eleventh day of August, 1995,*

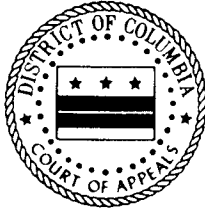
**Nancy Roberts Grunberg**

*having first taken and subscribed the oath prescribed by the Constitution and  
Laws of this State, was admitted as an attorney of said Court, is now in good  
standing, and as such is entitled to practice law in any of the Courts of said  
State, subject to the Rules of Court.*

**In Testimony Whereof,** *I have hereunto  
set my hand as Clerk, and affixed the Seal  
of the Court of Appeals of Maryland, this  
thirteenth day of February, 2008.*

*Alexander L. Cummings*

*Clerk of the Court of Appeals of Maryland*



District of Columbia Court of Appeals  
Committee on Admissions  
500 Indiana Avenue, N.W. — Room 4200  
Washington, D. C. 20001  
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

Nancy R. Grunberg

---

was on the 11<sup>th</sup> day of July, 1984

---

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on February 12, 2008.

GARLAND PINKSTON, JR., CLERK

By Christopher C. Dip  
Deputy Clerk



Lawrence H. Cooke II  
VENABLE LLP  
Rockefeller Center  
1270 Avenue of the Americas  
25th Floor  
New York, New York 10020  
Telephone: (212) 307-5500  
Facsimile: (212) 307-5598  
*Attorneys for Defendant Darryl A. Goldstein*

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
SECURITIES AND EXCHANGE COMMISSION,	:	
	:	
Plaintiff,	:	
	:	
v.	:	No. 07-cv-11275 (JGK/JCF)
	:	
DARRYL A. GOLDSTEIN and	:	
CHRISTOPHER L. O'DONNELL,	:	
	:	
Defendants.	:	
-----	X	

**PROPOSED ORDER GRANTING MOTION FOR  
PRO HAC VICE ADMISSION OF NANCY R. GRUNBERG, ESQ.**

This matter having come before the court on the application of Nancy R. Grunberg, counsel for Darryl A. Goldstein, to practice before this Court *pro hac vice*, in representing Defendant Darryl A. Goldstein, and the Court having reviewed these pleadings and being fully advised thereon:

IT IS HEREBY ORDERED that motion should be and hereby is GRANTED, and Nancy R. Grunberg is hereby admitted *pro hac vice* before this Court on this matter.

IT IS SO ORDERED, this \_\_\_\_\_ day of \_\_\_\_\_ 2008.

\_\_\_\_\_  
The Honorable John G. Koeltl  
UNITED STATES DISTRICT JUDGE

copies to:

Lawrence H. Cooke II, Esquire  
VENABLE LLP  
Rockefeller Center  
1270 Avenue of the Americas  
25th Floor  
New York, New York 10020

Nancy R. Grunberg, Esquire  
VENABLE LLP  
575 7<sup>th</sup> Street, N.W.  
Washington, D.C. 20004

Christopher R. Conte, Esquire  
Mark J. Kreitman, Esquire  
Jordan A. Thomas, Esquire  
U.S. Securities & Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Robert B. Blackburn, Esquire  
U.S. Securities & Exchange Commission  
3 World Financial Center  
Room 4300  
New York, NY 10281

Tyler Emil Gellasch, Esquire  
Daniel T. Brown, Esquire  
Mayer Brown LLP  
1909 K Street, N.W.  
Washington, D.C. 20006


**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that on this ~~7/1~~<sup>4/1</sup> day of March 2008, a true and complete copy of the foregoing *Motion for Pro Hac Vice Admission of Nancy R. Grunberg, Esq., Declaration of Nancy R. Grunberg, Esq. in Support of Pro Hac Vice Admission, and proposed Order* was served by first-class mail, postage pre-paid, on the following:

Christopher R. Conte, Esquire  
Mark J. Kreitman, Esquire  
Jordan A. Thomas, Esquire  
U.S. Securities & Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Robert B. Blackburn, Esquire  
U.S. Securities & Exchange Commission  
3 World Financial Center  
Room 4300  
New York, NY 10281

Tyler Emil Gellasch, Esquire  
Daniel T. Brown, Esquire  
Mayer Brown LLP  
1909 K Street, N.W.  
Washington, D.C. 20006

  
\_\_\_\_\_  
Doreen S. Martin (DM5870)